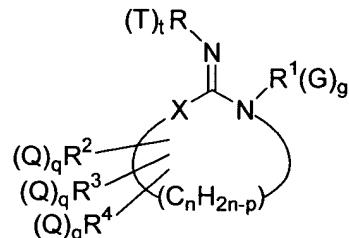


**Amendments to the claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (currently amended) A compound having the formula



wherein

R is

*β2*  
substituted aryl of 6 - 14 carbons wherein the substituent is T; or

substituted heteroaryl of 3 - 10 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S, with the proviso that R is other than benzofuran or benzothiophene;

R¹ is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

heterocycloalkyl of 4 - 7 carbons and containing 1 - 3 rings and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings; or

alkynyl of 3 - 10 carbons;

R², R³, and R⁴ are independently selected from the group consisting of

H;

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons;  
alkenyl of 2 - 10 carbons;  
cycloalkenyl of 5 - 12 carbons;  
substituted aryl of 6 - 13 carbons wherein the substituent is Q;  
heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S;  
 $\text{CO}_2\text{R}^5$ ; wherein

$\text{R}^5$  is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

halogen; and

$=\text{O}$ , representing two of the groups  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$ ;

*β* 2

X is O;

n is 2;

p is the sum of non-H substituents  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$ ;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;  
alkoxy of 1 - 4 carbons;  
aryl of 6 - 10 carbons;  
 $\text{CO}_2\text{H}$ ;  
 $\text{CO}_2\text{R}^5$ ;  
alkenyl of 2 - 4 carbons;  
alkynyl of 2 - 4 carbons;  
 $\text{C}(\text{O})\text{C}_6\text{H}_5$ ;  
 $\text{C}(\text{O})\text{N}(\text{R}^6)(\text{R}^7)$ ; wherein

$\text{R}^6$  is H or alkyl of 1 - 5 carbons; and

$\text{R}^7$  is H or alkyl of 1 - 5 carbons;

$\text{S}(\text{O})_y\text{R}^8$ ; wherein

$y$ ' is 1 or 2; and

$\text{R}^8$  is alkyl of 1 - 5 carbons;

SO<sub>2</sub>F;

CHO;

OH;

NO<sub>2</sub>;

CN;

halogen;

OCF<sub>3</sub>;

N-oxide;

O-C(R<sup>9</sup>)<sub>2</sub>-O , the oxygens being connected to adjacent positions on R; and

wherein

R<sup>9</sup> is H, halogen, or alkyl of 1 - 4 carbons;

C(O)NHC(O) , the carbons being connected to adjacent positions on R; and

*β<sup>2</sup>*  
C(O)C<sub>6</sub>H<sub>4</sub> , the carbonyl carbon and the ring carbon ortho to the carbonyl being connected to adjacent positions on R;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons, alkoxy of 1 - 4 carbons, aryl of 6 - 10 carbons, CO<sub>2</sub>R<sup>5</sup>, alkenyl of 2 - 4 carbons, alkynyl of 2 - 4 carbons, C(O)C<sub>6</sub>H<sub>5</sub>, C(O)N(R<sup>6</sup>)(R<sup>7</sup>), S(O)<sub>y</sub>R<sup>8</sup>, O-C(R<sup>9</sup>)<sub>2</sub>-O , or C(O)C<sub>6</sub>H<sub>4</sub> , then T optionally may bear secondary substituents selected from the group consisting of alkyl of 1 - 4 carbons; alkoxy of 1 - 4 carbons; CO<sub>2</sub>R<sup>5</sup>; CO<sub>2</sub>H; C(O)N(R<sup>6</sup>)(R<sup>7</sup>); CHO; OH; NO<sub>2</sub>; CN; halogen; S(O)<sub>y</sub>R<sup>8</sup> wherein y is 0, 1, or 2; or =O, the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

G is a substituent selected from the group consisting of

halogen;

OH;

OR<sup>5</sup>;

=O , representing two substituents G;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;  
cycloalkyl of 3 - 7 carbons;  
heterocycloalkyl of 3 - 5 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;  
cycloalkenyl of 5 - 7 carbons;  
heterocycloalkenyl of 4 - 6 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;  
 $\text{CO}_2\text{R}^5$ ;  
 $\text{C}(\text{O})\text{N}(\text{R}^6)(\text{R}^7)$ ;  
aryl of 6 - 10 carbons;  
heteroaryl of 3 - 9 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;  
 $\text{NO}_2$ ;  
 $\text{CN}$ ;  
 $\text{S}(\text{O})_y\text{R}^8$ ;  
 $\text{SO}_3\text{R}^8$ ; and  
 $\text{SO}_2\text{N}(\text{R}^6)(\text{R}^7)$ ;

$\beta^2$   
g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level; provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, heterocycloalkyl of 3 - 5 carbons, cycloalkenyl of 5 - 7 carbons, or heterocycloalkenyl of 4 - 6 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl or heteroaryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;  
haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;  
 alkoxy of 1 - 8 carbons;  
 alkenyl of 2 - 5 carbons;  
 cycloalkenyl of 5 - 8 carbons;  
 aryl of 6 - 10 carbons;  
 heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S;  
 $\text{CO}_2\text{R}^5$ ;  
 $=\text{O}$ , representing two substituents Q;  
 OH;  
 halogen;  
 $\text{N}(\text{R}^6)(\text{R}^7)$ ;  
 $\text{S}(\text{O})_y\text{R}^8$ ;  
 $\text{SO}_3\text{R}^8$ ; and  
 $\text{SO}_2\text{N}(\text{R}^6)(\text{R}^7)$ ;  
 $\beta^2$

q is 0 - 4

provided that when substituent Q is aryl or heteroaryl, then Q optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties and up to the perhalo level for halogen; and

with the further provisos that:

- a) two of  $(\text{Q})_q\text{R}^1$  ( $\text{G}_g\text{R}^1$ ,  $(\text{Q})_q\text{R}^2$ ,  $(\text{Q})_q\text{R}^3$ , and  $(\text{Q})_q\text{R}^4$ ) may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;
- b) at least one of  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$  is other than H;
- c) if t = 1, then T is selected from the list of substituents T above excepting alkyl, and the 4-position of the 1,3-oxazolidine ring must bear a substituent;
- d) the sum of non-hydrogen atoms in  $\text{R}^1$ ,  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$  is at least 5;

- e) when the 4-position of the 1,3-oxazolidine ring bears a carbonyl group, and R bears halogen at its 2- and 4- positions, then the 5-position of R bears H;
- f) when the 4-position of the 1,3-oxazolidine ring may bear a carbonyl only if the 5-position of said ring bears at least one non-H substituent;
- g) the following compounds are disclaimed:

2-{2-[(2,4-dimethoxyphenyl)imino]-3-isobutyl-1,3-oxazolidin-5-yl}acetamide;

N-[3-cyclohexyl-4-vinyl-1,3-oxazolidin-2-ylidene]-4-methoxyaniline;

N-[3-butyl-4-vinyl-1,3-oxazolidin-2-ylidene]-4-chloroaniline;

N-[3-cyclohexyl-4-vinyl-1,3-oxazolidin-2-ylidene]-4-fluoroaniline;

N-[3-cyclohexyl-4-vinyl-1,3-oxazolidin-2-ylidene]-2,6-dimethylaniline;

N-[3-butyl-4-vinyl-1,3-oxazolidin-2-ylidene]-2,6-dimethylaniline;

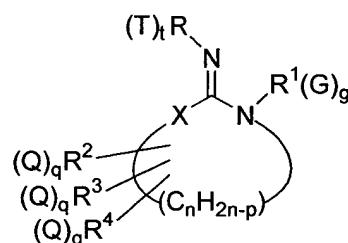
2-{(2-[(4-chlorophenyl)imino]-3-ethyl-1,3-oxazolidin-4-yl}-N-ethylacetamide;

N-butyl-2-{3-butyl-2-[(4-chlorophenyl)imino]-1,3-oxazolidin-4-yl}acetamide;

$\beta^2$

and or a pharmaceutically acceptable salts salt thereof.

2. (currently amended) A compound having the formula



wherein

R is

substituted phenyl wherein the substituent is T; or  
substituted pyridyl wherein the substituent is T;

R¹ is

alkyl of 1 - 10 carbons;  
cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

alkenyl of 2 - 10 carbons;  
cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings; or  
alkynyl of 3 - 10 carbons;  
 $R^2$ ,  $R^3$ , and  $R^4$  are independently selected from the group consisting of  
H;  
alkyl of 1 - 10 carbons;  
cycloalkyl of 3 - 12 carbons;  
alkenyl of 2 - 10 carbons;  
cycloalkenyl of 5 - 12 carbons; and  
 $=O$ , representing two of the groups  $R^2$ ,  $R^3$ , and  $R^4$ ;

X is O;

n is 2;

$\beta^2$   
p is the sum of non-H substituents  $R^2$ ,  $R^3$ , and  $R^4$ ;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;  
alkoxy of 1 - 4 carbons;  
alkenyl of 2 - 4 carbons;  
alkynyl of 2 - 4 carbons;  
 $NO_2$ ;  
 $CN$ ; and  
halogen;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons, alkoxy of 1 - 4 carbons, alkenyl of 2 - 4 carbons, or alkynyl of 2 - 4 carbons, then T optionally may bear secondary substituents selected from the group consisting of

alkyl of 1 - 4 carbons;  
alkoxy of 1 - 4 carbons;  
 $CO_2R^5$ ; wherein

$R^5$  is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

$CO_2H$ ;

$C(O)N(R^6)(R^7)$ ; wherein

$R^6$  is H or alkyl of 1 - 5 carbons; and

$R^7$  is H or alkyl of 1 - 5 carbons;

$CHO$ ;

$OH$ ;

$NO_2$ ;

$CN$ ;

halogen;

$S(O)yR^8$ ; wherein

$R^8$  is alkyl of 1 - 5 carbons; and

y is 0, 1, or 2; and

$=O$ , representing two secondary substituents;

the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

$G$  is a substituent selected from the group consisting of

halogen;

$OR^5$ ;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;

cycloalkyl of 3 - 7 carbons;

cycloalkenyl of 5 - 7 carbons;

aryl of 6 - 10 carbons; and

$CN$ ;

$g$  is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level;

provided that when substituent  $G$  is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, or cycloalkenyl of 5 - 7 carbons, then  $G$

optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;  
 haloalkyl of 1 - 4 carbons;  
 cycloalkyl of 3 - 8 carbons;  
 alkoxy of 1 - 8 carbons;  
 alkenyl of 2 - 5 carbons;  
 cycloalkenyl of 5 - 8 carbons;  
 $\text{CO}_2\text{R}^5$ ;  
 $=\text{O}$ , representing two substituents Q;  
 $\text{OH}$ ;  
 halogen;  
 $\text{N}(\text{R}^6)(\text{R}^7)$ ; and  
 $\text{S}(\text{O})_y\text{R}^8$ ;

$\beta^2$   
 q is 0 - 4;

and

with the further provisos that:

- a) two of  $(\text{Q})_q\text{R}^1$  (G)<sub>g</sub> $\text{R}^1$ ,  $(\text{Q})_q\text{R}^2$ ,  $(\text{Q})_q\text{R}^3$ , and  $(\text{Q})_q\text{R}^4$  may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;
- b) at least one of  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$  is other than H;
- c) if t = 1, then T is selected from the list of substituents T above excepting alkyl, and the 4-position of the 1,3-oxazolidine ring must bear a substituent;
- d) the sum of non-hydrogen atoms in  $\text{R}^1$ ,  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$  is at least 5;

- e) when the 4-position of the 1,3-oxazolidine ring bears a carbonyl group, and R bears halogen at its 2- and 4- positions, then the 5-position of R bears H;
- f) when the 4-position of the 1,3-oxazolidine ring may bear a carbonyl only if the 5-position of said ring bears at least one non-H substituent;
- g) the following compounds are disclaimed:

2-{2-[(2,4-dimethoxyphenyl)imino]-3-isobutyl-1,3-oxazolidin-5-yl}acetamide;

N-[3-cyclohexyl-4-vinyl-1,3-oxazolidin-2-ylidene]-4-methoxyaniline;

N-[3-butyl-4-vinyl-1,3-oxazolidin-2-ylidene]-4-chloroaniline;

N-[3-cyclohexyl-4-vinyl-1,3-oxazolidin-2-ylidene]-4-fluoroaniline;

N-[3-cyclohexyl-4-vinyl-1,3-oxazolidin-2-ylidene]-2,6-dimethylaniline;

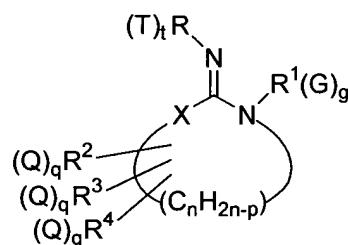
N-[3-butyl-4-vinyl-1,3-oxazolidin-2-ylidene]-2,6-dimethylaniline;

2-[(2-[(4-chlorophenyl)imino]-3-ethyl-1,3-oxazolidin-4-yl)-N-ethylacetamide;

N-butyl-2-{3-butyl-2-[(4-chlorophenyl)imino]-1,3-oxazolidin-4-yl}acetamide;

*β<sup>2</sup>*  
and or a pharmaceutically acceptable salts salt thereof.

3. (currently amended) A compound having the formula



wherein

R is

substituted phenyl wherein the substituent is T; or

substituted pyridyl wherein the substituent is T;

R<sup>1</sup> is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

alkenyl of 2 - 10 carbons; or  
cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings;  
R<sup>2</sup>, R<sup>3</sup>, and R<sup>4</sup> are independently selected from the group consisting of

H;  
alkyl of 1 - 10 carbons;  
cycloalkyl of 3 - 12 carbons;  
alkenyl of 2 - 10 carbons; and  
cycloalkenyl of 5 - 12 carbons;

X is O;

n is 2;

p is the sum of non-H substituents R<sup>2</sup>, R<sup>3</sup>, and R<sup>4</sup>;

T is a substituent selected from the group consisting of

*B<sup>2</sup>*  
alkyl of 1 - 4 carbons;  
alkenyl of 2 - 4 carbons;  
NO<sub>2</sub>;  
CN; and  
halogen;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons, or alkenyl of 2 - 4 carbons, then T optionally may bear secondary substituents selected from the group consisting of

alkyl of 1 - 4 carbons;  
alkoxy of 1 - 4 carbons;  
CO<sub>2</sub>R<sup>5</sup>; wherein

R<sup>5</sup> is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

CO<sub>2</sub>H;  
C(O)N(R<sup>6</sup>)(R<sup>7</sup>); wherein

R<sup>6</sup> is H or alkyl of 1 - 5 carbons; and

$R^7$  is H or alkyl of 1 - 5 carbons;  
CHO;  
OH;  
 $NO_2$ ;  
CN;  
halogen;  
 $S(O)yR^8$ ; wherein

$R^8$  is alkyl of 1 - 5 carbons; and  
y is 0, 1, or 2; and  
=O;

the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

$\beta^2$

G is a substituent selected from the group consisting of

halogen;  
alkyl of 1 - 4 carbons;  
alkenyl of 1 - 4 carbons;  
cycloalkyl of 3 - 7 carbons;  
cycloalkenyl of 5 - 7 carbons; and  
aryl of 6 - 10 carbons;

g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level; provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, or cycloalkenyl of 5 - 7 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;  
 cycloalkyl of 3 - 8 carbons;  
 alkoxy of 1 - 8 carbons;  
 alkenyl of 2 - 5 carbons;  
 cycloalkenyl of 5 - 8 carbons; and  
 halogen;

q is 0 - 4;

and

with the further provisos that:

*B2*

- a) two of  $(Q)_qR^1$   $(G)_gR^1$ ,  $(Q)_qR^2$ ,  $(Q)_qR^3$ , and  $(Q)_qR^4$  may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;
- b) at least one of  $R^2$ ,  $R^3$ , and  $R^4$  is other than H;
- c) if  $t = 1$ , then T is selected from the list of substituents T above excepting alkyl, and the 4-position of the 1,3-oxazolidine ring must bear a substituent;
- d) the sum of non-hydrogen atoms in  $R^1$ ,  $R^2$ ,  $R^3$ , and  $R^4$  is at least 5;
- g) the following compounds are disclaimed:

N-[3-butyl-4-vinyl-1,3-oxazolidin-2-ylidene]-4-chloroaniline;

N-[3-cyclohexyl-4-vinyl-1,3-oxazolidin-2-ylidene]-4-fluoroaniline;

N-[3-cyclohexyl-4-vinyl-1,3-oxazolidin-2-ylidene]-2,6-dimethylaniline;

N-[3-butyl-4-vinyl-1,3-oxazolidin-2-ylidene]-2,6-dimethylaniline;

and or a pharmaceutically acceptable salts salt thereof.

4. (cancelled)

5. (cancelled)

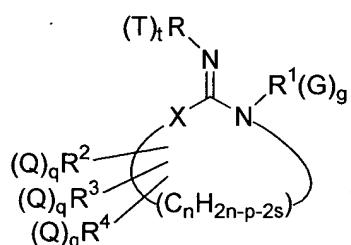
6. (original) A compound of claim 1 selected from the group consisting of:  
2-(2-methyl-4-nitrophenylimino)-3-isobutyl-4,4-dimethyl-1,3-oxazolidine;  
1-cyclopentyl-2-(4-cyano-2-ethylphenylimino)-3-oxa-1-azaspiro[4.4]nonane;  
1-cyclopentyl-2-(2-methyl-4-nitrophenylimino)-3-oxa-1-azaspiro[4.4]nonane; and  
1-cyclohexyl-2-(2-methyl-4-nitrophenylimino)-3-oxa-1-azaspiro[4.4]nonane.

7. (previously presented) A pharmaceutical composition comprising a compound of claim 1, 2, 3 or 6, and a pharmaceutically acceptable carrier.

8. (currently amended) A method of treating a mammal by administering to said mammal an effective amount of a compound for:  
B2  
A1) enhancement of bone formation in bone weakening diseases for the treatment or prevention of osteopenia or osteoporosis;  
A2) enhancement of fracture healing;  
B1) use as a female contraceptive agent;  
B2) prevention of endometrial implantation;  
B3) induction of labor;  
B4) treatment of luteal deficiency;  
B5) enhanced recognition and maintenance of pregnancy;  
B6) counteracting of preeclampsia, eclampsia of pregnancy, and preterm labor;  
B7) treatment of infertility, including promotion of spermatogenesis, induction of the acrosome reaction, maturation of oocytes, or in vitro fertilization of oocytes;  
C1) treatment of dysmenorrhea;  
C2) treatment of dysfunctional uterine bleeding;  
C3) treatment of ovarian hyperandrogynism;  
C4) treatment of ovarian hyperaldosteronism;  
C5) alleviation of premenstrual syndrome and of premenstrual tension;  
C6) alleviation of perimenstrual behavior disorders;

- C7) treatment of climacteric disturbance, including menopause transition, mood changes, sleep disturbance, and vaginal dryness;
- C8) ~~enhancement of female sexual receptivity and male sexual receptivity;~~
- C9) treatment of post menopausal urinary incontinence;
- C10) improvement of sensory and motor functions;
- C11) ~~improvement of short term memory;~~
- C12) alleviation of postpartum depression;
- C13) treatment of genital atrophy;
- C14) prevention of postsurgical adhesion formation;
- C15) regulation of uterine immune function;
- C16) ~~prevention of myocardial infarction;~~
- D1) hormone replacement;
- E1) treatment of ~~carriers, including~~ breast cancer, uterine cancer, ovarian cancer, and endometrial cancer;
- E2) treatment of endometriosis;
- E3) treatment of uterine fibroids;
- F1) treatment of hirsutism;
- F2) inhibition of hair growth;
- G1) activity as a male contraceptive; and
- G2) activity as an abortifacient; and
- H1) ~~promotion of myelin repair;~~

wherein said compound has the general formula



wherein

Ris

substituted aryl of 6 - 14 carbons wherein the substituent is T; or  
substituted heteroaryl of 3 - 10 carbons and containing 1 - 3 heteroatoms selected  
from the group consisting of N, O, and S, with the proviso that R is other  
than benzofuran or benzothiophene;

R<sup>1</sup> is

alkyl of 1 - 10 carbons;  
cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;  
heterocycloalkyl of 4 - 7 carbons and containing 1 - 3 rings and 1 - 3 heteroatoms  
selected from the group consisting of N, O, and S;  
substituted aryl of 6 - 10 carbons wherein the substituent is G;  
heteroaryl of 3 - 9 carbons and containing 1 - 3 rings and 1 - 3 heteroatoms  
selected from the group consisting of N, O, and S;  
alkenyl of 2 - 10 carbons;  
cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings; or  
alkynyl of 3 - 10 carbons;

*B<sup>2</sup>*

R<sup>2</sup>, R<sup>3</sup>, and R<sup>4</sup> are independently selected from the group consisting of  
H;  
alkyl of 1 - 10 carbons;  
cycloalkyl of 3 - 12 carbons;  
alkenyl of 2 - 10 carbons;  
cycloalkenyl of 5 - 12 carbons;  
substituted aryl of 6 - 13 carbons wherein the substituent is Q;  
heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the  
group consisting of N, O, and S;

CO<sub>2</sub>R<sup>5</sup>; wherein

R<sup>5</sup> is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of  
3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

halogen; and

=O, representing two of the groups R<sup>2</sup>, R<sup>3</sup>, and R<sup>4</sup>;

X is O;

n is 2;

p is the sum of non-H substituents R<sup>2</sup>, R<sup>3</sup>, and R<sup>4</sup>;

s represents the number of double bonds in the ring, and is 0, 1, or 2;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

aryl of 6 - 10 carbons;

CO<sub>2</sub>H;

CO<sub>2</sub>R<sup>5</sup>;

alkenyl of 2 - 4 carbons;

alkynyl of 2 - 4 carbons;

C(O)C<sub>6</sub>H<sub>5</sub>;

C(O)N(R<sup>6</sup>)(R<sup>7</sup>) ;wherein

R<sup>6</sup> is H or alkyl of 1 - 5 carbons; and

R<sup>7</sup> is H or alkyl of 1 - 5 carbons;

S(O)<sub>y</sub>R<sup>8</sup> ; wherein

y' is 1 or 2; and

R<sup>8</sup> is alkyl of 1 - 5 carbons;

SO<sub>2</sub>F;

CHO;

OH;

NO<sub>2</sub>;

CN;

halogen;

OCF<sub>3</sub>;

N-oxide;

O-C(R<sup>9</sup>)<sub>2</sub>-O , the oxygens being connected to adjacent positions on R; and

wherein

$R^9$  is H, halogen, or alkyl of 1 - 4 carbons;  
 $C(O)NHC(O)$ , the carbons being connected to adjacent positions on  $R$ ; and  
 $C(O)C_6H_4$ , the carbonyl carbon and the ring carbon ortho to the carbonyl being connected to adjacent positions on  $R$ ;

$t$  is 1 - 5;

provided that when substituent moiety  $T$  is alkyl of 1 - 4 carbons; alkoxy of 1 - 4 carbons; aryl of 6 - 10 carbons;  $CO_2R^5$ ; alkenyl of 2 - 4 carbons; alkynyl of 2 - 4 carbons;  $C(O)C_6H_5$ ;  $C(O)N(R^6)(R^7)$ ;  $S(O)_yR^8$ ;  $O-C(R^9)_2-O$ , or  $C(O)C_6H_4$ , then  $T$  optionally may bear secondary substituents selected from the group consisting of alkyl of 1 - 4 carbons; alkoxy of 1 - 4 carbons;  $CO_2R^5$ ;  $CO_2H$ ;  $C(O)N(R^6)(R^7)$ ;  $CHO$ ;  $OH$ ;  $NO_2$ ;  $CN$ ; halogen;  $S(O)_yR^8$  wherein  $y$  is 0, 1, or 2; or  $=O$ , the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

$G$  is a substituent selected from the group consisting of  
halogen;  
 $OH$ ;  
 $OR^5$ ;  
 $=Q$ , representing two substituents  $G$ ;  
alkyl of 1 - 4 carbons;  
alkenyl of 1 - 4 carbons;  
cycloalkyl of 3 - 7 carbons;  
heterocycloalkyl of 3 - 5 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;  
cycloalkenyl of 5 - 7 carbons;  
heterocycloalkenyl of 4 - 6 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;  
 $CO_2R^5$ ;  
 $C(O)N(R^6)(R^7)$ ;  
aryl of 6 - 10 carbons;

heteroaryl of 3 - 9 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

NO<sub>2</sub>;

CN;

S(O)<sub>y</sub>R<sup>8</sup>;

SO<sub>3</sub>R<sup>8</sup>; and

SO<sub>2</sub>N(R<sup>6</sup>)(R<sup>7</sup>);

*B<sup>2</sup>*  
g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level; provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, heterocycloalkyl of 3 - 5 carbons, cycloalkenyl of 5 - 7 carbons, or heterocycloalkenyl of 4 - 6 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl or heteroaryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;

alkoxy of 1 - 8 carbons;

alkenyl of 2 - 5 carbons;

cycloalkenyl of 5 - 8 carbons;

aryl of 6 - 10 carbons;

heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

CO<sub>2</sub>R<sup>5</sup>

=O, representing two substituents Q;

OH;

halogen;  
 $N(R^6)(R^7)$ ;  
 $S(O)_yR^8$ ;  
 $SO_3R^8$ ; and  
 $SO_2N(R^6)(R^7)$ ;

q is 0 - 4

*B2*  
provided that when substituent Q is aryl or heteroaryl, then Q optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties and up to the perhalo level for halogen; and  
with the further proviso that two of  $(Q)_qR^1$ ,  $(G)_qR^1$ ,  $(Q)_qR^2$ ,  $(Q)_qR^3$ , and  $(Q)_qR^4$  may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;  
and or a pharmaceutically acceptable salts salt thereof.

9. (Original) The method of claim 8 wherein said mammal is a human.